



ANNUAL STATEMENT
For the Year Ending December 31, 2004
OF THE CONDITION AND AFFAIRS OF THE
Better Health Plans, Inc

NAIC Group Code 2718 , 2718
(current period) (prior period)

NAIC Company Code 11139

Employer's ID Number 62-1839257

Organized under the Laws of Tennessee , State of Domicile or Port of Entry Tennessee

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health []
Dental Service Corporation []
Other []

Property/Casualty[]
Vision Service Corporation []
Is HMO Federally Qualified? Yes[] No[X]

Hospital, Medical & Dental Service or Indemnity[]
Health Maintenance Organization [X]

Incorporated 08/09/2000

Commenced Business 07/01/2001

Statutory Home Office 1000 Ridgeway Loop Road, Suite 203 ,
(Street and Number)

Memphis, TN 38120
(City, or Town, State and Zip Code)

Main Administrative Office 300 Oxford Drive
(Street and Number)

Monroeville, PA 15146
(City, or Town, State and Zip Code)

(412)858-4000
(Area Code)(Telephone Number)

Mail Address 300 Oxford Drive ,
(Street and Number)

Monroeville, PA 15146
(City, or Town, State and Zip Code)

Primary Location of Books and Records 300 Oxford Drive
(Street and Number)

Monroeville, PA 15146
(City, or Town, State and Zip Code)

(412)858-4000
(Area Code)(Telephone Number)

Internet Website Address www.trhp.com

Statutory Statement Contact Leslie Ann Gelpi
(Name)

(412)858-4145
(Area Code)(Telephone Number)

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(412)457-1414
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Policyowner Relations Contact 300 Oxford Drive
(Street and Number)

Monroeville, PA 15146
(City, or Town, State and Zip Code)

(800)414-9025
(Area Code)(Telephone Number)

OFFICERS

Name	Title
John Paul Blank M.D.	Chief Executive Officer/President
David William Thomas	Vice President&Gen. Counsel/Secretary/Asst.Treas
Leslie Ann Gelpi	Vice President-Finance/Treasurer/Asst. Secy
Jennifer Lee Kessler	Vice President-Marketing & Provider Relations
Fred Owen Madill	Vice President - Operations
Shirley Jean Blevins	Vice President-Medical Operations
Heather Rachelle Cianfrocco	Compliance Officer
Scott Richard Markovich	Vice President-Network Development

OTHERS

DIRECTORS OR TRUSTEES

John Paul Blank M.D.

John Hull Dobbs Jr.

William Howard Lawson Jr.

State of Pennsylvania

County of Allegheny

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively, or (3) includes supplemental ASO reconciliation statements for the state agency involved, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)
John Paul Blank, M.D.	David William Thomas	Leslie Ann Gelpi
(Printed Name)	(Printed Name)	(Printed Name)
President and CEO	VP & General Counsel/Secretary/Asst. Treasurer	VP Finance/Treasurer/Asst Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this

day of 2005

a. Is this an original filing? Yes[X] No[]

b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

(Notary Public Signature)

ASSETS

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1.	Bonds (Schedule D)	1,402,827		1,402,827	1,119,954
2.	Stocks (Schedule D)				
2.1	Preferred stocks				
2.2	Common Stocks				
3.	Mortgage loans on real estate (Schedule B):				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate (Schedule A):				
4.1	Properties occupied by the company (less \$..... encumbrances)				
4.2	Properties held for the production of income (less \$..... encumbrances)				
4.3	Properties held for sale (less \$..... encumbrances)				
5.	Cash (\$.....4,074,910 Schedule E Part 1), cash equivalents (\$..... Schedule E Part 2) and short-term investments (\$..... Schedule DA)	4,074,910		4,074,910	8,461,400
6.	Contract loans (including \$..... premium notes)				
7.	Other invested assets (Schedule BA)				
8.	Receivable for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	5,477,737		5,477,737	9,581,354
11.	Investment income due and accrued	8,520		8,520	27,465
12.	Premiums and considerations				
12.1	Uncollected premiums and agents' balances in the course of collection				
12.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (Including \$..... earned but unbilled premiums)				
12.3	Accrued retrospective premiums				
13.	Reinsurance:				
13.1	Amounts recoverable from reinsurers				
13.2	Funds held by or deposited with reinsured companies				
13.3	Other amounts receivable under reinsurance contracts				
14.	Amounts receivable relating to uninsured plans				40,098
15.1	Current federal and foreign income tax recoverable and interest thereon				
15.2	Net deferred tax asset				
16.	Guaranty funds receivable or on deposit				
17.	Electronic data processing equipment and software				
18.	Furniture and equipment, including health care delivery assets (\$.....)				
19.	Net adjustment in assets and liabilities due to foreign exchange rates				
20.	Receivables from parent, subsidiaries and affiliates				
21.	Health care (\$.....) and other amounts receivable				
22.	Other assets nonadmitted				
23.	Aggregate write-ins for other than invested assets	16,470	16,470		
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	5,502,727	16,470	5,486,257	9,648,917
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	5,502,727	16,470	5,486,257	9,648,917
DETAILS OF WRITE-INS					
0901	.....			
0902	.....			
0903	.....			
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301.	Prepaid Expenses	16,470	16,470		
2302	.....			
2303	.....			
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	16,470	16,470		

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded)	279,225		279,225	4,898,815
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	356,628		356,628	275,743
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				291,006
9.	General expenses due or accrued	41,320		41,320	39,243
10.1	Current federal and foreign income tax payable and interest thereon (including \$..... on realized capital gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittance and items not allocated				
14.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current)				
15.	Amounts due to parent, subsidiaries and affiliates	164,482		164,482	139,402
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured accident and health plans	92,086		92,086	
21.	Aggregate write-ins for other liabilities (including \$..... current)				
22.	Total liabilities (Lines 1 to 21)	933,741		933,741	5,644,209
23.	Common capital stock	X X X	X X X	100	100
24.	Preferred capital stock	X X X	X X X		
25.	Gross paid in and contributed surplus	X X X	X X X	2,989,400	2,989,400
26.	Surplus notes	X X X	X X X		
27.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
28.	Unassigned funds (surplus)	X X X	X X X	1,563,016	1,015,208
29.	Less treasury stock, at cost:	X X X	X X X		
29.1	..... shares common (value included in Line 23 \$.....)	X X X	X X X		
29.2	..... shares preferred (value included in Line 24 \$.....)	X X X	X X X		
30.	Total capital and surplus (Lines 23 to 28 minus Line 29)	X X X	X X X	4,552,516	4,004,708
31.	Total Liabilities, capital and surplus (Lines 22 and 30)	X X X	X X X	5,486,257	9,648,917
DETAILS OF WRITE-INS					
2101	.....			
2102	.....			
2103	.....			
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2701	.....	X X X	X X X		
2702	.....	X X X	X X X		
2703	.....	X X X	X X X		
2798.	Summary of remaining write-ins for Line 27 from overflow page	X X X	X X X		
2799.	TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	X X X		
2.	Net premium income (including \$..... non-health premium income)	X X X		163,090
3.	Change in unearned premium reserves and reserve for rate credits	X X X		
4.	Fee-for-service (net of \$..... medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X		
7.	Aggregate write-ins for other non-health revenues	X X X		
8.	Total revenues (Lines 2 to 7)	X X X		163,090
Hospital and Medical:				
9.	Hospital/medical benefits			75,308
10.	Other professional services			13,647
11.	Outside referrals			
12.	Emergency room and out-of-area			5,788
13.	Prescription drugs			43,881
14.	Aggregate write-ins for other hospital and medical			
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)			138,624
Less:				
17.	Net reinsurance recoveries			
18.	Total hospital and medical (Lines 16 minus 17)			138,624
19.	Non-health claims			
20.	Claims adjustment expenses, including \$.....(238,247) cost containment expenses		(319,022)	(270,953)
21.	General administrative expenses		(454,206)	3,787
22.	Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only)			
23.	Total underwriting deductions (Lines 18 through 22)		(773,228)	(128,542)
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	773,228	291,632
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		83,422	114,077
26.	Net realized capital gains (losses)			
27.	Net investment gains (losses) (Lines 25 plus 26)		83,422	114,077
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)]			
29.	Aggregate write-ins for other income or expenses		(25,000)	4,300
30.	Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	831,650	410,009
31.	Federal and foreign income taxes incurred	X X X	282,762	139,403
32.	Net income (loss) (Lines 30 minus 31)	X X X	548,888	270,606
DETAILS OF WRITE-INS				
0601	.....	X X X		
0602	.....	X X X		
0603	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X		
0701	.....	X X X		
0702	.....	X X X		
0703	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401	.....		
1402	.....		
1403	.....		
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)			
2901.	Penalty Refund (Assessment) by TennCare			4,300
2902.	Abandonment accrual		(25,000)	
2903	.....		
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)		(25,000)	4,300

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	4,004,708	3,521,561
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34.	Net income or (loss) from Line 32	548,888	270,606
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Net unrealized capital gains and losses		
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax		
39.	Change in nonadmitted assets	(1,080)	212,541
40.	Change in unauthorized reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
44.1	Paid in		
44.2	Transferred from surplus (Stock Dividend)		
44.3	Transferred to surplus		
45.	Surplus adjustments:		
45.1	Paid in		
45.2	Transferred to capital (Stock Dividend)		
45.3	Transferred from capital		
46.	Dividends to stockholders		
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)	547,808	483,147
49.	Capital and surplus end of reporting year (Line 33 plus 48)	4,552,516	4,004,708
DETAILS OF WRITE-INS			
4701	.....	
4702	.....	
4703	.....	
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES
December 31, 2004

Prepared in accordance with instructions from TDCI

	Current Quarter	Current Year	Previous Year
	Total	Total	Total
MEMBER MONTHS	160,087	578,206	536,603
REVENUES:			
1. TennCare Capitation	18,301,969	64,654,812	65,943,723
Capitation	-	-	-
ASO Administrative fees received	2,343,788	7,749,028	
ASO Medical expense	15,637,636	55,662,572	
Premium Tax Expense	320,545	1,243,212	
2. Adverse Selection	-	-	-
3. Total (Lines 1 and 2)	18,301,969	64,654,812	65,943,723
4. Investment	23,072	83,422	114,076
5. Other Revenue (Provide detail)	-	-	-
6. TOTAL (Lines 3 to 5)	18,325,041	64,738,234	66,057,799
EXPENSES:			
Medical and Hospital Services			
7. Capitated Physician Services	65,918	224,145	180,667
8. Fee for Service Physician Services	5,743,652	23,298,075	22,468,972
9. Inpatient Hospital Services	5,611,350	16,025,356	15,322,917
10. Outpatient Services	1,726,928	6,385,803	5,297,693
11. Emergency Room Services	695,649	2,738,745	2,641,170
12. Mental Health Services	-	-	-
13. Dental Services	-	-	-
14. Vision Services	85,144	330,415	274,638
15. Pharmacy Services	454	1,134	7,398,511
16. Home Health Services	87	519	145
17. Chiropractic Services	1,207	2,800	3,342
18. Radiology Services	563,603	2,331,208	1,880,709
19. Laboratory Services	200,047	779,210	716,962
20. Durable Medical Equipment Services	329,806	1,549,680	1,516,726
21. Transportation Services	620,259	1,800,983	1,568,151
22. Outside Referrals	-	-	-
23. Medical Incentive Pool and Withhold Adjustments	-	-	-
24. Occupancy, Depreciation and Amortization	-	-	-
25. Other Medical and Hospital Services (Provide Detail)	45,790	171,682	163,476
27. Subtotal (Lines 7 to 26)	15,689,894	55,639,755	59,434,079
LESS:			
28. Net Reinsurance Recoveries	(122,037)	(332,012)	(343,513)
29. Copayments	17,519	106,769	-
30. Subrogation and Coordination of Benefits	156,776	202,426	-
Subtotal (Lines 27 to 29)	52,258	(22,817)	(343,513)
31. TOTAL MEDICAL AND HOSPITAL (Line 26 less 30)	15,637,636	55,662,572	59,777,592
Administration:			
32. Compensation	-	-	-
33. Marketing	-	-	-
34. Interest Expense	-	-	-
35. Premium Tax Expense	320,544	1,243,212	3,251
36. Occupancy, Depreciation and Amortization	-	-	-
37. Other Administration (Provide detail) **	1,883,051	7,000,799	5,866,947
38. TOTAL ADMINISTRATION (Lines 32 to 37)	2,203,595	8,244,011	5,870,198
39. TOTAL EXPENSES (Lines 31 and 38)	17,841,231	63,906,583	65,647,790
40. Extraordinary Item	-	-	-
41. Provision for Income Tax	164,495	282,762	139,403
42. NET INCOME/(LOSS) (Line 6 less Lines 39, 40 and 41)	319,315	548,889	270,606

-- Other Administration Detail			
Administration Fees *	1,791,315	6,766,574	5,653,893
Unpaid Claims Adjustment Expense - Change in Reserve	35,920	80,885	(24,192)
ASO Admin Fees	-	-	-
Payroll Taxes	-	-	-
Pharmacy Admin Fees	-	(238)	54,186
Legal Fees	-	(10,388)	42,073
Accounting Fees	(502)	28,000	40,875
Consulting	3,261	5,170	763
Liability Insurance	21,323	84,212	81,207
Dues, Fees & Subscriptions	-	20	20
Bank Fees	4,756	19,586	22,422
State Tax	1,978	1,978	-
Abandonment Accrual	25,000	25,000	(4,300)
Case Mgmt Fees	-	-	-
Total Other Administration	1,883,051	7,000,799	5,866,947

* Includes Administrative Fees paid to Affiliates

Other Medical and Hospital			
Misc Medical Expense	-	-	-
Case Management fees	87,236	171,682	163,476

CASH FLOW

		1	2
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance	(291,006)	178,042
2.	Net investment income	123,150	152,368
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	(167,856)	330,410
5.	Benefit and loss related payments	4,619,590	2,352,699
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	(969,655)	(799,273)
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	3,649,935	1,553,426
11.	Net cash from operations (Line 4 minus 10)	(3,817,791)	(1,223,016)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	1,100,000	
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	1,100,000	
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	1,403,657	
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)	1,403,657	
14.	Net increase (decrease) in policy loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(303,657)	
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		
16.6	Other cash provided (applied)	(265,042)	(61,981)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(265,042)	(61,981)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
18.	Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	(4,386,490)	(1,284,997)
19.	Cash and short-term investments:		
19.1	Beginning of year	8,461,400	9,746,397
19.2	End of year (Line 18 plus Line 19.1)	4,074,910	8,461,400

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001		
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

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UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

		1	2	3	4
		Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Columns 1 + 2 - 3)
Line of Business					
1.	Comprehensive (hospital and medical) .....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....
5.	Federal Employee Health Benefits Plan .....	.....	.....	.....	.....
6.	Title XVIII - Medicare	<div>NONE</div>		.....	.....
7.	Title XIX - Medicaid .....			.....	.....
8.	Stop loss .....			.....	.....
9.	Disability income .....			.....	.....
10.	Long-term care .....	.....	.....	.....	.....
11.	Other health .....	.....	.....	.....	.....
12.	Health subtotal (Lines 1 through 11) .....	.....	.....	.....	.....
13.	Life .....	.....	.....	.....	.....
14.	Property/casualty .....	.....	.....	.....	.....
15.	TOTALS (Lines 12 to 14) .....	.....	.....	.....	.....

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2 - Claims Incurred During the Year

		1	2	3	4	5	6	7	8	9	10	11	12	13
		Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other Health	Other Non-Health
1.	Payments during the year:													
	1.1 Direct	4,619,590							4,619,590					
	1.2 Reinsurance assumed													
	1.3 Reinsurance ceded													
	1.4 Net	4,619,590							4,619,590					
2.	Paid medical incentive pools and bonuses													
3.	Claim liability December 31, current year from Part 2A:													
	3.1 Direct	279,225							279,225					
	3.2 Reinsurance assumed													
	3.3 Reinsurance ceded													
	3.4 Net	279,225							279,225					
4.	Claim reserve December 31, current year from Part 2D:													
	4.1 Direct													
	4.2 Reinsurance assumed													
	4.3 Reinsurance ceded													
	4.4 Net													
5.	Accrued medical incentive pools and bonuses, current year													
6.	Amounts recoverable from reinsurers December 31, current year													
7.	Claim liability December 31, prior year from Part 2A:													
	7.1 Direct	4,898,815							4,898,815					
	7.2 Reinsurance assumed													
	7.3 Reinsurance ceded													
	7.4 Net	4,898,815							4,898,815					
8.	Claim reserve December 31, prior year from Part 2D:													
	8.1 Direct													
	8.2 Reinsurance assumed													
	8.3 Reinsurance ceded													
	8.4 Net													
9.	Accrued medical incentive pools and bonuses, prior year													
10.	Amounts recoverable from reinsurers December 31, prior year													
11.	Incurred benefits:													
	11.1 Direct													
	11.2 Reinsurance assumed													
	11.3 Reinsurance ceded													
	11.4 Net													
12.	Incurred medical incentive pools and bonuses													

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - Claims Liability End of Current Year

		1	2	3	4	5	6	7	8	9	10	11	12	13
		Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other Health	Other Non-Health
1.	Reported in Process of Adjustment:													
	1.1 Direct													
	1.2 Reinsurance assumed													
	1.3 Reinsurance ceded													
	1.4 Net													
2.	Incurred but Unreported:													
	2.1 Direct	279,225							279,225					
	2.2 Reinsurance assumed													
	2.3 Reinsurance ceded													
	2.4 Net	279,225							279,225					
3.	Amounts Withheld from Paid Claims and Capitations:													
	3.1 Direct													
	3.2 Reinsurance assumed													
	3.3 Reinsurance ceded													
	3.4 Net													
4.	TOTALS													
	4.1 Direct	279,225							279,225					
	4.2 Reinsurance assumed													
	4.3 Reinsurance ceded													
	4.4 Net	279,225							279,225					

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

		Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
Line of Business							
1.	Comprehensive (hospital and medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid	4,619,590	.....	279,225	.....	4,898,815	4,898,815
8.	Other health .....	.....	.....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 to 8)	4,619,590	.....	279,225	.....	4,898,815	4,898,815
10.	Other non-health .....	.....	.....	.....	.....	.....	.....
11.	Medical incentive pool and bonus amounts .....	.....	.....	.....	.....	.....	.....
12.	TOTALS (Lines 9 to 11)	4,619,590	.....	279,225	.....	4,898,815	4,898,815

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2000	2 2001	3 2002	4 2003	5 2004
1.	Prior					
2.	2000					
3.	2001	X X X	16,392	22,879	23,818	28,727
4.	2002	X X X	X X X	31,525	33,138	33,133
5.	2003	X X X	X X X	X X X		
6.	2004	X X X	X X X	X X X	X X X	

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability and Reserve Outstanding at End of Year				
		1 2000	2 2001	3 2002	4 2003	5 2004
1.	Prior					
2.	2000					
3.	2001	X X X	29,581	29,636	28,701	29,006
4.	2002	X X X	X X X	32,395	33,438	33,133
5.	2003	X X X	X X X	X X X		
6.	2004	X X X	X X X	X X X	X X X	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2000										
2.	2001	34,895	28,727	1,210	4.212	29,937	85.792	279	1	30,217	86.594
3.	2002	38,265	33,133	741	2.236	33,874	88.525			33,874	88.525
4.	2003	163									
5.	2004										

12 Total

12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . .	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . .	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare	NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2000	2 2001	3 2002	4 2003	5 2004
1.	Prior					
2.	2000					
3.	2001	X X X	16,392	22,879	23,818	28,727
4.	2002	X X X	X X X	31,525	33,138	33,133
5.	2003	X X X	X X X	X X X		
6.	2004	X X X	X X X	X X X	X X X	

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability and Reserve Outstanding at End of Year				
		1 2000	2 2001	3 2002	4 2003	5 2004
1.	Prior					
2.	2000					
3.	2001	X X X	29,581	29,636	28,701	29,006
4.	2002	X X X	X X X	32,395	33,438	33,133
5.	2003	X X X	X X X	X X X		
6.	2004	X X X	X X X	X X X	X X X	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2000										
2.	2001	34,895	28,727	1,210	4.212	29,937	85.792	279	1	30,217	86.594
3.	2002	38,265	33,133	741	2.236	33,874	88.525			33,874	88.525
4.	2003	163									
5.	2004										

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1	2			
		Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent (\$..... for occupancy of own building)	34,820	39,362	174,946		249,128
2.	Salaries, wages and other benefits	651,273	657,141	3,329,373		4,637,787
3.	Commissions (less \$..... ceded plus \$..... assumed)					
4.	Legal fees and expenses			17,800		17,800
5.	Certifications and accreditation fees			22,376		22,376
6.	Auditing, actuarial and other consulting services			163,097		163,097
7.	Traveling expenses			114,430		114,430
8.	Marketing and advertising			16,689		16,689
9.	Postage, express and telephone		25,268	301,635		326,903
10.	Printing and office supplies			195,288		195,288
11.	Occupancy, depreciation and amortization					
12.	Equipment			100,107		100,107
13.	Cost or depreciation of EDP equipment and software	57,519	19,173	468,106		544,798
14.	Outsourced services including EDP, claims, and other services	(238)	78,483			78,245
15.	Boards, bureaus and association fees			15,016		15,016
16.	Insurance, except on real estate			108,756		108,756
17.	Collection and bank service charges			20,886		20,886
18.	Group service and administration fees					
19.	Reimbursements by uninsured accident and health plans	(1,029,169)	(1,040,528)	(5,851,012)		(7,920,709)
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses					
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
23.1	State and local insurance taxes					
23.2	State premium taxes			1,978		1,978
23.3	Regulator authority licenses and fees			5,163		5,163
23.4	Payroll taxes	46,379	49,909	193,213		289,501
23.5	Other (excluding federal income and real estate taxes)			39,966		39,966
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses	1,169	90,417	107,981		199,567
26.	Total expenses incurred (Lines 1 to 25)	(238,247)	(80,775)	(454,206)		(a) (773,228)
27.	Less expenses unpaid December 31, current year		356,628	48,680		405,308
28.	Add expenses unpaid December 31, prior year		275,743	23,853		299,596
29.	Amounts receivable relating to uninsured accident and health plans, prior year	40,327		22,426		62,753
30.	Amounts receivable relating to uninsured accident and health plans, current year	45,789		54,566		100,355
31.	Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30) ..	(232,785)	(161,660)	(446,893)		(841,338)
DETAILS OF WRITE-INS						
2501.	Claims Adjustment Expense		80,885			80,885
2502.	Recruiting			34,743		34,743
2503.	Temporary Help	1,169	9,532	26,298		36,999
2598.	Summary of remaining write-ins for Line 25 from overflow page			46,940		46,940
2599.	Totals (Lines 2501 through 2503 + 2598)(Line 25 above)	1,169	90,417	107,981		199,567

(a) Includes management fees of \$.....6,938,256 to affiliates and \$..... to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds	(a)..... 50,175	..... 31,057
1.1	Bonds exempt from U.S. tax	(a).....	.....
1.2	Other bonds (unaffiliated)	(a).....	.....
1.3	Bonds of affiliates	(a).....	.....
2.1	Preferred stocks (unaffiliated)	(b).....	.....
2.11	Preferred stocks of affiliates	(b).....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....
3.	Mortgage loans	(c).....	.....
4.	Real estate	(d).....	.....
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments	(e)..... 62,624	..... 62,797
7.	Derivative instruments	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....	.....
10.	Total gross investment income .....	..... 112,799	..... 93,854
11.	Investment expenses	(g).....	
12.	Investment taxes, licenses and fees, excluding federal income taxes	(g).....	
13.	Interest expense	(h).....	
14.	Depreciation on real estate and other invested assets	(i).....	
15.	Aggregate write-ins for deductions from investment income .....	..... 10,432	
16.	Total deductions (Lines 11 through 15) .....	..... 10,432	
17.	Net Investment income (Line 10 minus Line 16) .....	..... 83,422	
DETAILS OF WRITE-INS			
0901	.....	.....	.....
0902	.....	.....	.....
0903	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....
1501.	Interest earned on ASO reimbursements forwarded to TennCare .....	..... 10,432	
1502	.....	.....
1503	.....	.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....	.....
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above) .....	..... 10,432	
(a) Includes \$..... accrual of discount less \$.....20,783 amortization of premium and less \$.....8,355 paid for accrued interest on purchases.			
(b) Includes \$..... accrual of discount less \$..... amortization of premium and less \$..... paid for accrued dividends on purchases.			
(c) Includes \$..... accrual of discount less \$..... amortization of premium and less \$..... paid for accrued interest on purchases.			
(d) Includes \$..... for company's occupancy of its own buildings; and excluding \$..... interest on encumbrances.			
(e) Includes \$..... accrual of discount less \$..... amortization of premium and less \$..... paid for accrued interest on purchases.			
(f) Includes \$..... accrual of discount less \$..... amortization of premium.			
(g) Includes \$..... investment expenses and \$..... investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.			
(h) Includes \$..... interest on surplus notes and \$..... interest on capital notes.			
(i) Includes \$..... depreciation on real estate and \$..... depreciation on other invested assets.			

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4
		Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Increases (Decreases) by Adjustment	Total
1.	U.S. Government bonds .....	.....	.....	.....	.....
1.1	Bonds exempt from U.S. tax .....	.....	.....	.....	.....
1.2	Other bonds (unaffiliated) .....	.....	.....	.....	.....
1.3	Bonds of affiliates .....	.....	.....	.....	.....
2.1	Preferred stocks (unaffiliated) .....	.....	.....	.....	.....
2.11	Preferred stocks of affiliates .....	.....	.....	.....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....	.....	.....
3.	Mortgage loans .....	.....	.....	.....	.....
4.	Real estate .....	.....	.....	.....	.....
5.	Contract loans .....	.....	.....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	.....	.....	.....	.....
7.	Derivative instruments .....	.....	.....	.....	.....
8.	Other invested assets .....	.....	.....	.....	.....
9.	Aggregate write-ins for capital gains (losses) .....	.....	.....	.....	.....
10.	Total capital gains (losses) .....	.....	.....	.....	.....
DETAILS OF WRITE-INS					
0901	.....	.....	.....	.....	.....
0902	.....	.....	.....	.....	.....
0903	.....	.....	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....	.....	.....

NONE

EXHIBIT OF NONADMITTED ASSETS

		1	2	3
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			
2.	Stocks (Schedule D):			
2.1	Preferred stocks			
2.2	Common stocks			
3.	Mortgage loans on real estate (Schedule B):			
3.1	First liens			
3.2	Other than first liens			
4.	Real estate (Schedule A):			
4.1	Properties occupied by the company			
4.2	Properties occupied by the production of income			
4.3	Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6.	Contract loans			
7.	Other invested assets (Schedule BA)			
8.	Receivable for securities			
9.	Aggregate write-ins for invested assets			
10.	Subtotals, cash and invested assets (Lines 1 to 9)			
11.	Invested income due and accrued			
12.	Premium and considerations:			
12.1	Uncollected premiums and agents' balances in the course of collection			
12.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due			
12.3	Accrued retrospective premiums			
13.	Reinsurance:			
13.1	Amounts recoverable from reinsurers			
13.2	Funds held by or deposited with reinsured companies			
13.3	Other amounts receivable under reinsurance contracts			
14.	Amounts receivable relating to uninsured plans			
15.1	Current federal and foreign income tax recoverable and interest thereon			
15.2	Net deferred tax asset			
16.	Guaranty funds receivable or on deposit			
17.	Electronic data processing equipment and software			
18.	Furniture and equipment, including health care delivery assets			
19.	Net adjustment in assets and liabilities due to foreign exchange rates			
20.	Receivable form parent, subsidiaries and affiliates			
21.	Health care and other amounts receivable			
22.	Other assets nonadmitted			
23.	Aggregate write-ins for other than invested assets	16,470	15,390	(1,080)
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	16,470	15,390	(1,080)
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
26.	Total (Lines 24 and 25)	16,470	15,390	(1,080)
DETAILS OF WRITE-INS				
0901	.....		
0902	.....		
0903	.....		
0998.	Summary of remaining write-ins for Line 9 from overflow page			
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)			
2301.	Prepaid Expenses	16,470	15,390	(1,080)
2302	.....		
2303	.....		
2398.	Summary of remaining write-ins for Line 23 from overflow page			
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	16,470	15,390	(1,080)

17 Exhibit 1 - Enrollment By Product Type NONE

18 Exhibit 2 - Accident and Health Premiums NONE

19 Exhibit 3 - Health Care Receivables NONE

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)
Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered
0399999 Aggregate Accounts Not Individually Listed - Covered
0499999 Subtotals
0599999 Unreported claims and other claim reserves						279,225
0699999 Total Amounts Withheld
0799999 Total Claims Unpaid						279,225
0899999 Accrued Medical Incentive Pool and Bonus Amounts

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2	3	4	5	6	Admitted	
	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	7 Current	8 Non-Current
	<div>NONE</div>						
0399999 Total gross amounts receivable .....	.....	.....	.....	.....	.....	.....	.....

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Individually listed payables				
Three Rivers Holdings, Inc.	Tax Allocation Accrual	157,122	157,122	
Three Rivers Administrative Services, LLC.	Reimbursement for Audit Fees	7,360	7,360	
0199999 Total - Individually listed payables	X X X	164,482	164,482	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	164,482	164,482	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total	Total Members Covered	Column 3 as a % of Total	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups						
2.	Intermediaries						
3.	All other providers						
4.	Total capitation payments						
Other Payments:							
5.	Fee-for-service			X X X	X X X		
6.	Contractual fee payments	4,619,590	100.000	X X X	X X X		4,619,590
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	4,619,590	100.000	X X X	X X X		4,619,590
13.	Total (Line 4 plus Line 12)	4,619,590	100.000	X X X	X X X		4,619,590

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
N O N E					
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	.....	.....	.....	.....	.....	.....
2.	Medical furniture, equipment and fixtures	N O N E		.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....			.....	.....	.....	.....
4.	Durable medical equipment .....			.....	.....	.....	.....
5.	Other property and equipment .....			.....	.....	.....	.....
6.	Total .....	.....	.....	.....	.....	.....	.....

Notes to Financial Statement

1. Summary of Significant Accounting Policies:

A. The accompanying statement has been prepared in conformity with the NAIC *Accounting Practices and Procedures manual* as required by the State of Tennessee, except where NAIC statutory accounting practices and procedures do not address the accounting for the transaction.

(1) Better Health Plans, Inc.'s (the Company's) sole shareholder, Three Rivers Holdings, Inc. (Holdings), has made an election to be treated as an S corporation for federal and state income tax purposes and it has made an election to treat the Company as a qualified subchapter S subsidiary for federal income tax purposes. As a result of the QSST election, the Company is treated as a division of Holdings for income tax purposes and the results of its operations are included in the Holdings' income tax returns. Pursuant to a Tax Allocation Agreement with Holdings, the Company is required to reimburse Holdings for income tax liability Holdings' shareholders incur with respect to the Company's operations. The amount reimbursed is calculated to equal the federal income tax that the Company would have paid if it were a C corporation filing separate income tax returns. NAIC statutory accounting practices and procedures do not address the accounting for this type of transaction. Pursuant to correspondence received from the State of Tennessee, Department of Commerce and Insurance, TennCare Division dated April 17, 2003, the Company has been granted permission to report shareholder reimbursement of taxes as Provision for Federal Income Taxes on the Statement of Revenue and Expenses (page 4), line 31 of the accompanying financial statements for 2002 and succeeding years. All such reimbursements made or accrued have been reported in accordance with this ruling. The amount reported on line 31 is \$282,762. There is no monetary effect on statutory surplus resulting from this transaction, as these amounts would otherwise be a write-in reduction to surplus.

(2) Supplemental Report #2A, TennCare Operations Statement of Revenue and Expenses, which is filed separately from the bound annual statement, has been prepared in accordance with instructions from TennCare. These instructions differ from statutory accounting practices in that income and expenses related to claims, losses, premiums, and other amounts received or paid on behalf of the ASO operations are treated as expenses and revenues of the company. There is no monetary effect on statutory surplus resulting from this departure from statutory accounting practices. The Statement of Revenue and Expenses included in this statement was prepared according to the Statement of Statutory Accounting Principles (SSAP) No. 47 Uninsured Plans, which excludes all income and expenses related to claims, losses, premiums, and other amounts received or paid on behalf of ASO plans. Amounts received from TennCare to administer the ASO plan are reported as a reduction to administrative expenses.

B. The preparation of financial statements in conformity with the Annual Statement Instructions and *Accounting Practices and Procedures manual* requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

C. During 2003, the State of Tennessee TennCare Bureau paid additional premiums to the Company for members effective through June 30, 2002 due to retroactive changes in classification of those members. These amounts were recognized as revenue during the time that the Company was notified or became aware of those changes. No additional premium was received in 2004.

Effective July 1, 2002, the Company entered into an Administrative Services agreement with the State of Tennessee TennCare Bureau. Under this agreement, the Company processes and pays claims and performs other managed care services and is reimbursed by TennCare. The Company receives an administrative fee for this service.

The Company contracts with various health care providers for the provision of certain medical care services to its members. The Company compensates those providers on a capitation or unit of service basis. These contracts have been maintained under the ASO agreement with TennCare; however, the Company is no longer at risk for medical expenses incurred on or after July 1, 2002.

Administrative fees paid to Three Rivers Administrative Services, LLC (TRAS) are allocated to each expense line pro rata based on the expenses incurred by TRAS. Expenses incurred by TRAS, which are not directly attributable to a specific HMO, are allocated to its contracted HMOs based on relevant factors which management has determined are valid bases for allocations. Examples are: call volume, claims volume, member months

The following accounting policies materially affect the assets, liabilities, capital and surplus or results of operations:

- (1) The Company has no short term investments.
- (2) The Company reports bonds at amortized cost using the scientific (constant yield) method.
- (3) The Company has no investments in common stock.
- (4) The Company has no investments in preferred stock.
- (5) The Company has no investments in mortgage loans.
- (6) The Company has no investments in loan-backed securities.
- (7) The Company has no investments in subsidiaries, controlled or affiliated companies.

Notes to Financial Statement

- (8) The Company has no investments in joint ventures, partnerships or limited liability companies.
- (9) The Company has no investments in derivatives.
- (10) The Company has no premium deficiency reserves.
- (11) The Company has recorded a liability for claims and claims adjustment expenses, which are expected to be paid after the end of the reporting period for services provided to members through June 30, 2002. These liabilities are based on historical data, current membership and health service utilization statistics, and other related information. As estimates are used in establishing these liabilities, the ultimate amounts may be in excess or less than the amounts reported on this statement. These accruals are continually monitored and reviewed and, as settlements are made or accruals adjusted, differences are reflected in current operations. The liability recorded for claims adjustment expense includes an estimate for the administrative expense to process incurred but not reported claims under the ASO arrangement with TennCare.

In accordance with SSAP 47, the Company's statement of operations excludes amounts received or paid on behalf of TennCare. No liability for claims has been established for periods after June 30, 2002.

- (12) The Company has not modified its capitalization policy from the prior period.

2. Accounting Changes and Corrections of Errors:
 - A. The Company had no accounting changes or corrections of errors.
3. Business Combinations and Goodwill:
 - A. The Company has no business combinations or goodwill to report.
4. Discontinued Operations:
 - A. The Company has no discontinued operations to report.
5. Investments:
 - A. The Company has no investments in Mortgage Loans.
 - B. The Company has no investments in Debt Restructuring.
 - C. The Company has no investments in Reverse Mortgages.
 - D. The Company has no investments in Loan-Backed Securities.
 - E. The Company has no investments in Repurchase Agreements.
 - F. The Company has no investments in Real Estate.
6. Joint Ventures, Partnerships and Limited Liability Companies:
 - A. The Company has no Investments in Joint Ventures, Partnerships or Limited Liability Companies.
7. Investment Income:
 - A. Investment income due and accrued with amounts over 90 days past due are non-admitted. At December 31, 2004, no investment income was non-admitted.
8. Derivative Instruments:
 - A. The Company has no investments in Derivative Instruments.
9. Income Taxes:
 - A. The Company has recorded no deferred income tax asset (DTA) or deferred tax liability (DTL). Holdings, the Company's sole shareholder, has made an election to be treated as an S corporation for federal and state income tax purposes and it has made an election to treat the Company as a qualified subchapter S subsidiary for federal income tax purposes. As a result of the QSST election, the Company is treated as a division of Holdings for income tax purposes and the results of its operations are included in the Holdings' income tax returns. SSAP 10 does not address QSST's. See note 1.A.(1) for the description of the tax allocation agreement and our treatment of such.
10. Information Concerning Parent, Subsidiaries and Affiliates:
 - A. B. C. & D.:
 - (1) The Company has the following related party agreements:
 - (a) Effective August 1, 2000, the Company entered into an Administrative Services Agreement with TRAS, a limited liability company 100% owned by Holdings. Under the agreement, TRAS performs all administrative services necessary for the Company to carry on its HMO business in return for a pmpm fee. The agreement with TRAS ends June 30, 2002 with automatic renewals for successive one-year terms thereafter, unless either party to the agreement gives notice of termination. Effective July 1, 2002, the State of Tennessee modified the TennCare program to change it to an ASO program during the period July 1, 2002 to December 31, 2003 (Stabilization Period). This stabilization period has been extended until at least December 31, 2005. As a result of the modifications to the TennCare program, the Administrative Services Agreement with TRAS was modified so that the fee payable to TRAS is equal to 95 per cent of the ASO fees (fixed and contingent) earned by the Company under the TennCare program during the stabilization period. At the end of the stabilization period the original terms of the agreement will be reinstated.
 - (b) The Company has entered into a tax reimbursement agreement with its parent, Holdings. See note 1.A.(1) and note 9.A. for details regarding this agreement.

Notes to Financial Statement

- (2) At December 31, 2004, the Company reported the following amounts payable:
 - (a) \$157,122 due to the Parent Company, Holdings, for amounts due under the tax reimbursement agreement. Amounts under this agreement are payable quarterly. Total expense incurred under this agreement recorded in the current year is \$282,762.
 - (b) No amounts are due to TRAS under the Amended Administrative Services Agreement. Amounts under this agreement are payable monthly. Total expense incurred under this agreement recorded in the current year is \$6,938,256.
 - (c) \$7,360 due to TRAS for reimbursement of expenses paid by TRAS on behalf of the Company.
 - (3) The Company has no investments in parent, subsidiaries, or affiliates.
 - E. The Company has no guarantees or undertakings for the benefit of an affiliated or related party.
 - F. See item 10 A, B, C. & D for details regarding management and tax sharing agreements with related parties.
 - G. All outstanding shares of the company are owned by the parent company, Holdings, a Delaware Corporation. Holdings also owns all outstanding shares of Three Rivers Health Plans, Inc, a Pennsylvania domiciled HMO and Better Health Plans of South Carolina, Inc. (BHPSC), a South Carolina domiciled HMO.
 - H. The Company has no upstream intermediate entity or ultimate parent owned via a downstream subsidiary, controlled, or affiliated entity.
 - I. & J. The Company has no investments in an SCA.
11. Debt:
- A. The Company has issued no capital notes or other debt instruments.
12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans:
- A. The Company does not have any Defined Benefit Plans.
 - B. The Company does not have any Defined Contribution Plans.
 - C. The Company has no Multiemployer Plans
 - D. The Company has no employees and therefore has no retirement plans. All administrative services are performed by TRAS, which has a 401(k) Plan for its employees. Employees may contribute up to 15% of their gross pay. TRAS matches twenty five percent (25%) up to the first four percent (4%) of the employee's contributions. Vesting is immediate.
 - E. The Company has no Postemployment Benefits and Compensated Absences.
13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations:
- (1) The Company has 2,000 common shares authorized, with 100 issued and outstanding
 - (2) The Company has no preferred stock authorized or issued.
 - (3) Under the laws of the State of Tennessee, all dividends and other distributions to shareholders must be reported to the Commissioner of Commerce and Insurance within five (5) days following the declaration thereof and at least ten (10) days prior to payment. An extraordinary dividend is one which exceeds the greater of ten (10) per cent of the Company's surplus as of December 31 next preceding or the net income for the twelve month period ending December 31 next preceding. Extraordinary dividends must be approved in advance by the commissioner.
 - (4) Within the limitations of (3) above, there are no restrictions on the portion of the Company's profits that may be paid as ordinary dividends to the shareholder.
 - (5) The Company has no restrictions on unassigned surplus.
 - (6) The Company has no advances to surplus.
 - (7) The Company has no stock held for special purposes.
 - (8) The Company has no special surplus funds.
 - (9) Unassigned surplus was reduced by the following amounts:

(a) unrealized gains and losses	none
(b) non admitted asset values	\$16,470
(c) provision for reinsurance	none
 - (10) The Company has no surplus debentures or similar obligations.
 - (11) & (12) The Company has had no quasi-reorganizations.
14. Contingencies:
- A. The Company has no Contingent Commitments
 - B. The Company has no reportable assessments.
 - C. The Company has no gain contingencies.
 - D. All Other Contingencies
 - (1) The Company is insured with respect to malpractice and other professional liabilities as to the individuals who conduct our managed care activities, i.e. utilization management, peer review, etc. That insurance coverage is a claims-made managed care errors and omissions policy covering the Company and those individuals for incidents as long as the Company maintains current coverage. To date, no malpractice or other professional liability actions were filed against the Company. Accordingly, no reserves are recorded in the accompanying statements of admitted assets, liabilities and net worth.
 - (2) In the normal course of business, third parties assert claims against the Company pertaining to various aspects of its operations. As of December 31, 2004, the only such claims asserted arose from medical service providers seeking additional reimbursement for services rendered to the

Notes to Financial Statement

Company’s enrolled members. Management believes the amounts accrued for medical expenses are adequate to cover any such claims. These claims are not expected to have a material financial impact on the Company’s financial condition or the results of its operations.

15. Leases:

A. The Company has no lessee arrangements.

B. The Company has no lessor business activities.
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk:

A. The Company has no financial instruments with off-balance-sheet risk and none with concentrations of credit risk.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities:

A. The Company has no transfers of receivables reported as sales.

B. The Company has no transfers and servicing of Financial Assets.

C. The Company has no wash sales.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans:

- A. The gain from operations from the Company’s ASO uninsured plan is as follows:

	ASO Uninsured Plans
a. Net reimbursement for administrative expenses in excess (deficit) of actual expenses	\$ 749,352
b. Total net other income or expenses	\$ -
c. Net gain or loss from operations (net of tax)	\$ 466,590
d. Total claim payment volume	\$ 54,911,030

- B. The Company has no ASC plans.

C. The Company has no Medicare or similarly cost based reimbursement contracts.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators:

A. The Company does not use Managing General Agents or Third Party Administrators.

20. September 11 Events:

A. The Company has no losses or contingencies as a result of the September 11, 2001 events.

21. Other Items:

A. The Company has no Extraordinary Items to report.

B. The Company has no Debt Restructuring.

C. The Company has no unusual items to report.

D. The company has no uncollectible assets to report.

E. The Company has no business interruption insurance recoveries to report.

22. Events Subsequent:

A. The Company has no subsequent events to report.

23. Reinsurance

A. Ceded Reinsurance Report:

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

Yes (X) No ()

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral

Notes to Financial Statement

cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate
\$ none.

b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?
\$ none.

(2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?
Yes () No (X)
If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

(1) What in the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.
\$ none

(2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?
Yes () No (X)
If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments?
\$ NA

- B. The Company has no uncollectible reinsurance that was written off.
- C. The Company has no commutation of reinsurance.
- D. The Company maintains a contract for reinsurance on behalf of TennCare. No amounts are listed on Schedule S as all amounts for 2004 were under the ASO agreement. Only the company information has been listed.

24. Retrospectively Rated Contracts:
A. The Company has no retrospectively rated contracts.
25. Changes in Incurred Claims and Claims Adjustment Expense:
A. The Company has not made any changes in the provision for incurred claim and claim adjustment expenses attributable to insured events of prior years during 2004.
26. Intercompany Pooling Arrangements:
A. The company has no Intercompany Pooling Arrangements.
27. Structured Settlements (not applicable)
28. Health Care Receivables:
A. Pharmaceutical Rebate Receivables:
(1) As the company is operating as an ASO, no pharmacy rebates have been estimated since June 30, 2002. Rebates will be reported on a cash basis as received and forwarded to TennCare. The second previous quarter and prior quarters are reported based on reports from our pharmacy benefit manager (PBM) listing rebates invoiced. The Company generally receives a notice from the PBM in the fourth month following the end of each quarter, listing the rebate amounts billed by manufacturer. Received amounts listed below are calculated based on the date the PBM notified the Company of the invoiced rebates. The amounts listed below include payments received on behalf of TennCare under the ASO arrangement. No pharmacy rebate receivable balance is reported on the financial statements as no amounts are receivable prior to the ASO arrangement and all ASO activity is reported on a cash basis, including the amounts listed as invoiced/confirmed in the chart below for the quarters ending after June 30, 2002.

Notes to Financial Statement

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements (Original Estimate)	Pharmacy Rebates as Invoiced/ Confirmed	Actual Rebates Collected Within 90 Days of receiving Invoice	Actual Rebates Collected Within 91 to 180 Days of receiving Invoice	Actual Rebates Collected More Than 180 Days After receiving Invoice
6/30/03	0			87,889	47,438
3/31/03	0	112,027		112,027	18,757
12/31/02	0	132,384	0	104,538	30,918
9/30/02	0	125,707	0	110,477	18,233
6/30/02	133,963	142,448	2,710	136,033	7,729
3/31/02	126,366	133,923	0	112,334	27,887
12/31/01	117,277	178,806	0	142,088	36,718
9/30/01	0	158,496	0	130,488	28,008

B. The Company has no Risk Sharing Receivables.

29. Participating Policies:

A. The Company has no Participating Policies

30. Premium Deficiency Reserves:

A. The Company has no Premium Deficiency Reserves.

31. Anticipated Salvage and Subrogation

A. The Company has no anticipated salvage and subrogation.

SUMMARY INVESTMENT SCHEDULE

Investment Categories		Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
		1 Amount	2 Percentage	3 Amount	4 Percentage
1.	Bonds:				
1.1	U.S. treasury securities	1,402,827	25.610	1,402,827	25.610
1.2	U.S. government agency and corporate obligations (excluding mortgage-backed securities):				
1.21	Issued by U.S. government agencies				
1.22	Issued by U.S. government sponsored agencies				
1.3	Foreign government (including Canada, excluding mortgage-backed securities)				
1.4	Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41	States, territories and possessions general obligations				
1.42	Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43	Revenue and assessment obligations				
1.44	Industrial development and similar obligations				
1.5	Mortgage-backed securities (includes residential and commercial MBS):				
1.51	Pass-through securities:				
1.511	Issued or Guaranteed by GNMA				
1.512	Issued or Guaranteed by FNMA and FHLMC				
1.513	All other				
1.52	CMOs and REMICs:				
1.521	Issued or guaranteed by GNMA, FNMA or FHLMC or VA				
1.522	Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523	All other				
2.	Other debt and other fixed income securities (excluding short term):				
2.1	Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)				
2.2	Unaffiliated foreign securities				
2.3	Affiliated securities				
3.	Equity interests:				
3.1	Investments in mutual funds				
3.2	Preferred stocks:				
3.21	Affiliated				
3.22	Unaffiliated				
3.3	Publicly traded equity securities (excluding preferred stocks):				
3.31	Affiliated				
3.32	Unaffiliated				
3.4	Other equity securities:				
3.41	Affiliated				
3.42	Unaffiliated				
3.5	Other equity interests including tangible personal property under lease:				
3.51	Affiliated				
3.52	Unaffiliated				
4.	Mortgage loans:				
4.1	Construction and land development				
4.2	Agricultural				
4.3	Single family residential properties				
4.4	Multifamily residential properties				
4.5	Commercial loans				
4.6	Mezzanine real estate loans				
5.	Real estate investments:				
5.1	Property occupied by company				
5.2	Property held for production of income (includes \$..... of property acquired in satisfaction of debt)				
5.3	Property held for sale (\$..... including property acquired in satisfaction of debt)				
6.	Policy loans				
7.	Receivables for securities				
8.	Cash, cash equivalents and short-term investments	4,074,910	74.390	4,074,910	74.390
9.	Other invested assets				
10.	Total invested assets	5,477,737	100.000	5,477,737	100.000

GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes[X] No[] N/A[]
Tennessee
- 1.3 State Regulating?
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

02/05/2004
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

09/28/2004
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/28/2004
- 3.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business?

Yes[] No[X]
- 4.12 renewals?

Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business?

Yes[] No[X]
- 4.22 renewals?

Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action either formal or informal, if a confidentiality clause is part of the agreement)

Yes[] No[X]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes[] No[X]
- 7.2 If yes,
- 7.21 State the percentage of foreign control

 %
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1	2
Nationality	Type of Entity

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Ernst & Young, LLP., 2100 One PPG Place, Pittsburgh, PA 15222
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with a(n) actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Barbara V. Scheil, FSA, MAAA, Member of the American Academy of Actuaries, Barbara V. Scheil and Associates, Ltd., 15392 Abner Church Rd., Glen Allen, Virginia 23059
11. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 11.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 11.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes[] No[X]
- 11.3 Have there been any changes made to any of the trust indentures during the year?

Yes[] No[X]
- 11.4 If answer to (11.3) is yes, has the domiciliary or entry state approved the changes?

Yes[] No[] N/A[X]

BOARD OF DIRECTORS

12. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?

Yes[X] No[]
13. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?

Yes[X] No[]
14. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees which is in or is likely to conflict with the official duties of such person?

Yes[X] No[]

GENERAL INTERROGATORIES (Continued)
FINANCIAL

15.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

15.11 To directors or other officers

15.12 To stockholders not officers

15.13 Trustees, supreme or grand (Fraternal only)

\$
\$
\$

15.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):

15.21 To directors or other officers

15.22 To stockholders not officers

15.23 Trustees, supreme or grand (Fraternal only)

\$
\$
\$

16.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?

Yes[] No[X]

16.2 If yes, state the amount thereof at December 31 of the current year:

16.21 Rented from others

16.22 Borrowed from others

16.23 Leased from others

16.24 Other

\$
\$
\$
\$

Disclose in Notes to Financial the nature of each obligation.

17.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?

Yes[] No[X]

17.2 If answer is yes:

17.21 Amount paid as losses or risk adjustment

17.22 Amount paid as expenses

17.23 Other amounts paid

\$
\$
\$

INVESTMENT

18. List the following capital stock information for the reporting entity:

	1	2	3	4	5	6
Class	Number of Shares Authorized	Number of Shares Outstanding	Par Value Per Share	Redemption Price If Callable	Is Dividend Rate Limited?	Are Dividends Cumulative?
1. Preferred .....	.....	.....	.....	.....	Yes[] No[] N/A[X]	Yes[] No[] N/A[X]
2. Common	2,000,000	100,000	.....	X X X	X X X	X X X

19.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date, except as shown by Schedule E - Part 3 - Special Deposits?

Yes[X] No[]

19.2 If no, give full and complete information, relating thereto:

20.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, except as shown on Schedule E - Part 3 - Special Deposits, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 16.1).

Yes[] No[X]

20.2 If yes, state the amount thereof at December 31 of the current year:

20.21 Loaned to others

20.22 Subject to repurchase agreements

20.23 Subject to reverse repurchase agreements

20.24 Subject to dollar repurchase agreements

20.25 Subject to reverse dollar repurchase agreements

20.26 Pledged as collateral

20.27 Placed under option agreements

20.28 Letter stock or securities restricted as to sale

20.29 Other

\$
\$
\$
\$
\$
\$
\$
\$
\$

20.3 For category (20.28) provide the following:

1	2	3
Nature of Restriction	Description	Amount
.....

21.1 Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes[] No[X]

21.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes[] No[] N/A[X]

If no, attach a description with this statement.

22.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes[] No[X]

22.2 If yes, state the amount thereof at December 31 of the current year.

\$

23. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]

23.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1	2
Name of Custodian(s)	Custodian's Address
First Tennessee Bank National Association	Memphis, TN
.....

23.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

GENERAL INTERROGATORIES (Continued)

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

23.03 Have there been any changes, including name changes, in the custodian(s) identified in 23.01 during the current year?

23.04 If yes, give full and complete information relating thereto:

Yes[] No[X]

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

23.05 Identify all investment advisers, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
.....

24.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])?

24.2 If yes, complete the following schedule:

Yes[] No[X]

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
24.2999 Total

24.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....

25 Provide the following information for all short term and long term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over statement (+)
25.1 Bonds .....	..... 1,402,827	..... 1,388,406	..... (14,421)
25.2 Preferred stocks .....	.....	.....	.....
25.3 Totals .....	..... 1,402,827	..... 1,388,406	..... (14,421)

25.4 Describe the sources of methods utilized in determining the fair values

The fair value was determined using the rate obtained from the SVO. When the SVO rate was not available , we used the rate obtained by First Tennessee Capital Markets. All Bonds held are US Treasury Notes.

26.1 Have all the filing requirements of the Purposes and Procedures manual of the NAIC Securities Valuation Office been followed?

26.2 If no, list exceptions:

Yes[X] No[]

OTHER

27.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?

27.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

\$

1 Name	2 Amount Paid
.....

28.1 Amount of payments for legal expenses, if any?

28.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

\$ 832

GENERAL INTERROGATORIES (Continued)

1 Name	2 Amount Paid
Harris, Shelton, Dunlap, Cobb .....	..... 832

29.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$.
29.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement.

1 Name	2 Amount Paid
.....

GENERAL INTERROGATORIES (Continued)

1
Name of Service Area
Western Region - Tennessee

FIVE-YEAR HISTORICAL DATA

	1 2004	2 2003	3 2002	4 2001	5 2000
BALANCE SHEET ITEMS (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	5,486,257	9,648,917	11,568,273	18,755,020	
2. Total liabilities (Page 3, Line 22)	933,741	5,644,209	8,046,712	15,611,817	
3. Statutory surplus					
4. Total capital and surplus (Page 3, Line 30)	4,552,516	4,004,708	3,521,561	3,143,203	
INCOME STATEMENT ITEMS (Page 4)					
5. Total revenues (Line 8)		163,090	38,264,598	34,895,131	
6. Total medical and hospital expenses (Line 18)		138,624	32,395,363	29,635,803	
7. Claims adjustment expenses (Line 20)	(319,022)	(270,953)	922,463		
8. Total administrative expenses (Line 21)	(454,206)	3,787	4,363,782	4,134,052	
9. Net underwriting gain (loss) (Line 24)	773,228	291,632	582,990	65,008	
10. Net investment gain (loss) (Line 27)	83,422	114,077	310,445	205,916	
11. Total other income (Lines 28 plus 29)	(25,000)	4,300		(16,000)	
12. Net income or (loss) (Line 32)	548,888	270,606	589,668	172,254	
RISK-BASED CAPITAL ANALYSIS					
13. Total adjusted capital	4,552,516	4,004,708	3,521,561	3,143,203	
14. Authorized control level risk-based capital	70,264	752,456	1,745,623	1,857,172	
ENROLLMENT (Exhibit 1)					
15. Total members at end of period (Column 5, Line 7)				40,910	
16. Total members months (Column 6, Line 7)			260,890	242,981	
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5)x 100.0					
17. Premiums earned (Lines 2 plus 3)	100.0	100.0	100.0	100.0	100.0
18. Total hospital and medical (Line 18)		85	85	85	
19. Cost containment expenses		X X X	X X X	X X X	X X X
20. Other claims adjustment expenses					
21. Total underwriting deductions (Line 23)		(79)	98	100	
22. Total underwriting gain (loss) (Line 24)		179	2	0	
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
23. Total claims incurred for prior years (Line 12, Column 5)	4,898,815	7,363,553	13,189,748		
24. Estimated liability of unpaid claims-[prior year (Line 12, Column 6)]	4,898,815	7,224,929	13,189,748		
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
25. Affiliated bonds (Sch. D Summary, Line 25, Column 1)					
26. Affiliated preferred stocks (Sch. D Summary, Line 39, Column 1) ...					
27. Affiliated common stocks (Sch. D Summary, Line 53, Column 2) ...					
28. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Column 5, Line 11)					
29. Affiliated mortgage loans on real estate					
30. All other affiliated					
31. Total of above Lines 25 to 30					



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Better Health Plans, Inc. 2. DIVISION:
BUSINESS IN THE STATE OF **TENNESSEE** DURING THE YEAR

NAIC Group Code 2718

NAIC Company Code 11139

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year													
2. First Quarter													
3. Second Quarter													
4. Third Quarter													
5. Current Year													
6. Current Year Member Months													
Total Member Ambulatory Encounters for Year:													
7. Physician													
8. Non-Physician													
9. Total													
10. Hospital Patient Days Incurred													
11. Number of Inpatient Admissions													
12. Health Premiums Written													
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned													
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	4,619,590								4,619,590				
18. Amount Incurred for Provision of Health Care Services													

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

NAIC Group Code 2718

REPORT FOR: 1. CORPORATION: 2. DIVISION:
BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 11139

30 Grand Total

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year													
2. First Quarter													
3. Second Quarter													
4. Third Quarter													
5. Current Year													
6. Current Year Member Months													
Total Member Ambulatory Encounters for Year:													
7. Physician													
8. Non-Physician													
9. Total													
10. Hospital Patient Days Incurred													
11. Number of Inpatient Admissions													
12. Health Premiums Written													
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned													
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	4,619,590								4,619,590				
18. Amount Incurred for Provision of Health Care Services													

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2,mortgage lines, Net Admitted Assets column)	

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	

NONE

SCHEDULE D - SUMMARY BY COUNTRY
Long-term Bonds and Stocks OWNED December 31 of Current Year

Description			1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1.	United States	1,402,827	1,388,406	1,403,657	1,400,000
	2.	Canada				
	3.	Other Countries				
	4.	Totals	1,402,827	1,388,406	1,403,657	1,400,000
States, Territories and Possessions (Direct and Guaranteed)	5.	United States				
	6.	Canada				
	7.	Other Countries				
	8.	Totals				
Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)	9.	United States				
	10.	Canada				
	11.	Other Countries				
	12.	Totals				
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13.	United States				
	14.	Canada				
	15.	Other Countries				
	16.	Totals				
Public Utilities (unaffiliated)	17.	United States				
	18.	Canada				
	19.	Other Countries				
	20.	Totals				
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21.	United States				
	22.	Canada				
	23.	Other Countries				
	24.	Totals				
Parent, Subsidiaries and Affiliates	25.	Totals				
	26.	Total Bonds	1,402,827	1,388,406	1,403,657	1,400,000
PREFERRED STOCKS Public Utilities (unaffiliated)	27.	United States				
	28.	Canada				
	29.	Other Countries				
	30.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	31.	United States				
	32.	Canada				
	33.	Other Countries				
	34.	Totals				
Industrial and Miscellaneous (unaffiliated)	35.	United States				
	36.	Canada				
	37.	Other Countries				
	38.	Totals				
Parent, Subsidiaries and Affiliates	39.	Totals				
	40.	Total Preferred Stocks				
COMMON STOCKS Public Utilities (unaffiliated)	41.	United States				
	42.	Canada				
	43.	Other Countries				
	44.	Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45.	United States				
	46.	Canada				
	47.	Other Countries				
	48.	Totals				
Industrial and Miscellaneous (unaffiliated)	49.	United States				
	50.	Canada				
	51.	Other Countries				
	52.	Totals				
Parent, Subsidiaries and Affiliates	53.	Totals				
	54.	Total Common Stocks				
	55.	Total Stocks				
	56.	Total Bonds and Stocks	1,402,827	1,388,406	1,403,657	

SCHEDULE D - Verification Between Years

1. Book/adjusted carrying value of bonds and stocks, prior year ..	<u>1,119,954</u>	6. Foreign Exchange Adjustment:	
2. Cost of bonds and stocks acquired, Column 7, Part 3.....	<u>1,403,657</u>	6.1 Column 15, Part 1.....	
3. Increase (decrease) by adjustment:		6.2 Column 19, Part 2, Section 1.....	
3.1 Columns 12 + 13 - 14, Part 1.....	<u>(829)</u>	6.3 Column 16, Part 2, Section 2.....	
3.2 Column 18, Part 2, Section 1.....		6.4 Column 15, Part 4.....	
3.3 Column 15, Part 2, Section 2.....		7. Book/adjusted carrying value at end of current period.....	<u>1,402,828</u>
3.4 Column 14, Part 4.....	<u>(19,954)</u>	8. Total valuation allowance.....	
4. Total gain (loss), Column 19, Part 4.....		9. Subtotal (Lines 7 plus 8).....	<u>1,402,828</u>
5. Deduct consideration for bonds and stocks disposed of		10. Total nonadmitted assets.....	
Column 7, Part 4.....	<u>1,100,000</u>	11. Statement value of bonds and stocks, current period.....	<u>1,402,828</u>

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Government, Schedules D & DA (Group 1)											
1.1	Class 1		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1											
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1											
7.2	Class 2											
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS											
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year												
10.1	Class 1		1,402,827				1,402,827	100.00	X X X	X X X	1,402,827	
10.2	Class 2								X X X	X X X		
10.3	Class 3								X X X	X X X		
10.4	Class 4								X X X	X X X		
10.5	Class 5						(c)		X X X	X X X		
10.6	Class 6						(c)		X X X	X X X		
10.7	TOTALS		1,402,827				(b) 1,402,827	100.00	X X X	X X X	1,402,827	
10.8	Line 10.7 as a % of Column 6		100.00				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year												
11.1	Class 1	1,119,954					X X X	X X X	1,119,954	100.00	1,119,954	
11.2	Class 2						X X X	X X X				
11.3	Class 3						X X X	X X X				
11.4	Class 4						X X X	X X X				
11.5	Class 5						X X X	X X X	(c)			
11.6	Class 6						X X X	X X X	(c)			
11.7	TOTALS	1,119,954					X X X	X X X	(b) 1,119,954	100.00	1,119,954	
11.8	Line 11.7 as a % of Col. 8	100.00					X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds												
12.1	Class 1		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	X X X
12.2	Class 2											X X X
12.3	Class 3											X X X
12.4	Class 4											X X X
12.5	Class 5											X X X
12.6	Class 6											X X X
12.7	TOTALS		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	X X X
12.8	Line 12.7 as a % of Col. 6		100.00				100.00	X X X	X X X	X X X	100.00	X X X
12.9	Line 12.7 as a % of Line 10.7, Col. 6, Section 10		100.00				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds												
13.1	Class 1										X X X	
13.2	Class 2										X X X	
13.3	Class 3										X X X	
13.4	Class 4										X X X	
13.5	Class 5										X X X	
13.6	Class 6										X X X	
13.7	TOTALS										X X X	
13.8	Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9	Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$..... current year, \$..... prior year of bonds with Z designations and \$..... current year, \$..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$..... current year, \$..... prior year of bonds with 5* designations and \$..... current year, \$..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	
1.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
1.7	TOTALS		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined											
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations		1,402,827				1,402,827	100.00	X X X	X X X	1,402,827	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS		1,402,827				1,402,827	100.00	X X X	X X X	1,402,827	
10.8 Line 10.7 as a % of Column 6		100.00				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	1,119,954					X X X	X X X	1,119,954	100.00	1,119,954	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	1,119,954					X X X	X X X	1,119,954	100.00	1,119,954	
11.8 Line 11.7 as a % of Column 8	100.00					X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS		1,402,827				1,402,827	100.00	1,119,954	100.00	1,402,827	X X X
12.8 Line 12.7 as a % of Column 6		100.00				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10		100.00				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

39	Schedule DA Part 2	NONE
40	Schedule DB Part A Verification	NONE
40	Schedule DB Part B Verification	NONE
41	Schedule DB Part C Verification	NONE
41	Schedule DB Part D Verification	NONE
41	Schedule DB Part E Verification	NONE
42	Schedule DB Part F Sn 1 - Sum Replicated Assets	NONE
43	Schedule DB Part F Sn 2 - Recon Replicated Assets	NONE
44	Schedule S - Part 1 - Section 2	NONE
45	Schedule S - Part 2	NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Non-Affiliates												
39845 ...	48-0921045 ...	07/01/2004	EMPLOYERS REINS CORP	Jeferson City, MO	SSL/L/I							
0299999 Total - Non-Affiliates												
0399999 Totals												

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				NONE									
1199999 Totals (General Account and Separate Accounts combined) .....				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2004	2 2003	3 2002	4 2001	5 2000
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII-Medicare					
3. Title XIX - Medicaid			197	184	
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses			12		
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	5,477,737		5,477,737
2. Accident and health premiums due and unpaid (Line 12)			
3. Amounts recoverable from reinsurers (Line 13.1)			
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	8,520		8,520
6. Total assets (Line 26)	5,486,257		5,486,257
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	279,225		279,225
8. Accrued medical incentive pool and bonus payments (Line 2)			
9. Premiums received in advance (Line 8)			
10. Reinsurance in unauthorized companies (Line 18)			
11. All other liabilities (Balance)	654,516		654,516
12. Total liabilities (Line 22)	933,741		933,741
13. Total capital and surplus (Line 30)	4,552,516	X X X	4,552,516
14. Total liabilities, capital and surplus (Line 31)	5,486,257		5,486,257
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid			
16. Accrued medical incentive pool			
17. Premiums received in advance			
18. Reinsurance recoverable on paid losses			
19. Other ceded reinsurance recoverables			
20. Total ceded reinsurance recoverables			
21. Premiums receivable			
22. Unauthorized reinsurance			
23. Other ceded reinsurance payables/offsets			
24. Total ceded reinsurance payables/offsets			
25. Total net credit for ceded reinsurance			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
Allocated by States and Territories

		1	2	Direct Business Only					
		Guaranty Fund (Yes or No)	Is Insurer Licensed (Yes or No)	3	4	5	6	7	8
State, Etc.				Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Deposit-Type Contract Funds	Property/ Casualty Premiums
1.	Alabama (AL)	No ..	No ..						
2.	Alaska (AK)	No ..	No ..						
3.	Arizona (AZ)	No ..	No ..						
4.	Arkansas (AR)	No ..	No ..						
5.	California (CA)	No ..	No ..						
6.	Colorado (CO)	No ..	No ..						
7.	Connecticut (CT)	No ..	No ..						
8.	Delaware (DE)	No ..	No ..						
9.	District of Columbia (DC)	No ..	No ..						
10.	Florida (FL)	No ..	No ..						
11.	Georgia (GA)	No ..	No ..						
12.	Hawaii (HI)	No ..	No ..						
13.	Idaho (ID)	No ..	No ..						
14.	Illinois (IL)	No ..	No ..						
15.	Indiana (IN)	No ..	No ..						
16.	Iowa (IA)	No ..	No ..						
17.	Kansas (KS)	No ..	No ..						
18.	Kentucky (KY)	No ..	No ..						
19.	Louisiana (LA)	No ..	No ..						
20.	Maine (ME)	No ..	No ..						
21.	Maryland (MD)	No ..	No ..						
22.	Massachusetts (MA)	No ..	No ..						
23.	Michigan (MI)	No ..	No ..						
24.	Minnesota (MN)	No ..	No ..						
25.	Mississippi (MS)	No ..	No ..						
26.	Missouri (MO)	No ..	No ..						
27.	Montana (MT)	No ..	No ..						
28.	Nebraska (NE)	No ..	No ..						
29.	Nevada (NV)	No ..	No ..						
30.	New Hampshire (NH)	No ..	No ..						
31.	New Jersey (NJ)	No ..	No ..						
32.	New Mexico (NM)	No ..	No ..						
33.	New York (NY)	No ..	No ..						
34.	North Carolina (NC)	No ..	No ..						
35.	North Dakota (ND)	No ..	No ..						
36.	Ohio (OH)	No ..	No ..						
37.	Oklahoma (OK)	No ..	No ..						
38.	Oregon (OR)	No ..	No ..						
39.	Pennsylvania (PA)	No ..	No ..						
40.	Rhode Island (RI)	No ..	No ..						
41.	South Carolina (SC)	No ..	No ..						
42.	South Dakota (SD)	No ..	No ..						
43.	Tennessee (TN)	No ..	Yes ..						
44.	Texas (TX)	No ..	No ..						
45.	Utah (UT)	No ..	No ..						
46.	Vermont (VT)	No ..	No ..						
47.	Virginia (VA)	No ..	No ..						
48.	Washington (WA)	No ..	No ..						
49.	West Virginia (WV)	No ..	No ..						
50.	Wisconsin (WI)	No ..	No ..						
51.	Wyoming (WY)	No ..	No ..						
52.	American Samoa (AS)	No ..	No ..						
53.	Guam (GU)	No ..	No ..						
54.	Puerto Rico (PR)	No ..	No ..						
55.	U.S. Virgin Islands (VI)	No ..	No ..						
56.	Canada (CN)	No ..	No ..						
57.	Aggregate other alien (OT)	X X X ..	X X X ..						
58.	TOTAL (Direct Business)	X X X ..	(a). 1 ..						
DETAILS OF WRITE-INS									
5701	.....							
5702	.....							
5703	.....							
5798.	Summary of remaining write-ins for Line 57 from overflow page								
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above)								

(a) Insert the number of yes responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.:

The organizational chart illustrates the corporate structure of Three Rivers Health Plans, Inc. and its subsidiaries. At the top is the parent company, Three Rivers Health Plans, Inc. (25-1756858, NAIC # 95220). It is owned by Three Rivers Holdings, Inc. (25-1825549), which is in turn owned by shareholders. Three Rivers Holdings, Inc. is also owned by Dobbs Management Services LLC (62-1763059) via a Management Contract. Three Rivers Health Plans, Inc. has six subsidiaries: Three Rivers Administrative Services LLC (25-1877716), Three Rivers Health Management Company, Inc. (25-1767588), Three Rivers Children's Health Plan, Inc. (55-0867089, NAIC # 12012), Better Health Plans, Inc. (62-1839257, NAIC # 11139), Better Health Plans of South Carolina, Inc. (32-0062883, NAIC # 11775), and Better Health Plans of Georgia, Inc. (56-2402326, Not operational). The subsidiaries are all owned by Three Rivers Health Plans, Inc. via 100% ownership. The subsidiaries are also connected to Outsourced Health Plan Operations Agreements, which are managed by Dobbs Management Services LLC. The subsidiaries are also connected to an Advisory Agreement, which is managed by Three Rivers Health Management Company, Inc.

```
graph TD; Shareholders[shareholders] --> TRH[Three Rivers Holdings, Inc.  
25-1825549]; TRH --> TRHP[Three Rivers Health Plans, Inc.  
25-1756858  
NAIC # 95220]; TRH --> BHP_OH[Better Health Plans of OH Holdings, Inc.  
51-0501506  
(Not operational)]; TRH --> BHP_O[Better Health Plans of Ohio, Inc.  
56-2451429  
(Not operational)]; TRHP -- 100% --> TRAS[Three Rivers Administrative Services LLC  
25-1877716]; TRHP -- 100% --> TRHMC[Three Rivers Health Management Company, Inc.  
25-1767588]; TRHP -- 100% --> TRCHP[Three Rivers Children's Health Plan, Inc.  
55-0867089  
NAIC # 12012]; TRHP -- 100% --> BHP[Better Health Plans, Inc.  
62-1839257  
NAIC # 11139]; TRHP -- 100% --> BHPSC[Better Health Plans of South Carolina, Inc.  
32-0062883  
NAIC # 11775]; TRHP -- 100% --> BHPGA[Better Health Plans of Georgia, Inc.  
(Not operational)  
56-2402326]; TRAS -.-> OM[Outsourced Health Plan Operations Agreements]; TRHMC -.-> AA[Advisory Agreement]; TRCHP -.-> OM; BHP -.-> OM; BHPSC -.-> OM; BHPGA -.-> OM; OM -.-> DMS[Dobbs Management Services LLC  
62-1763059]; DMS -.-> MC[Management Contract]; MC -.-> TRH;
```


SCHEDULE Y (continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95220	25-1756858	THREE RIVERS HEALTH PLANS INC	(1,300,000)	(1,600,000)			(79,102,033)				(82,002,033)	
12012	55-0867089	THREE RIVERS CHILDRENS HLTH PLAN INC		1,600,000			(1,183,549)				416,451	
11139	62-1839257	BETTER HEALTH PLANS INC					(7,221,018)				(7,221,018)	
11775	32-0062883	BETTER HLTH PLANS OF SC INC					(6,081)				(6,081)	
	25-1825549	THREE RIVERS HOLDINGS INC	1,300,000				17,946,436				19,246,436	
	25-1877716	THREE RIVERS ADMINISTRATIVE SERVICES LLC					64,048,149				64,048,149	
	25-1767588	THREE RIVERS HEALTH MANAGEMENT COMPANY					5,518,096				5,518,096	
9999999 Totals									X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES

INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
3. Will an actuarial certification be filed by March 1?	Yes
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	No
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	No
6. Will the Life Supplement be filed with the state of domicile and the NAIC by March 1?	No
7. Will the Property/Casualty Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
8. Will Management's Discussion and Analysis be filed by April 1?	Yes
9. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
10. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
11. Will an audited financial report be filed by June 1 with the state of domicile?	Yes
Explanations:	

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



111392004360000002004Document Code: 360

Risk-Based Capital Filing



111392004390000002004Document Code: 390

Health Life Supplement



111392004205000002004Document Code: 205

Health Property / Casualty Supplement



111392004207000002004Document Code: 207

LTC Experience Reporting Form C



111392004330000002004Document Code: 330

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Training and Education .....	.....	.....	..... 21,506	.....	..... 21,506
2505.	Meetings .....	.....	.....	..... 13,625	.....	..... 13,625
2506.	Miscellaneous Expense .....	.....	.....	..... 11,809	.....	..... 11,809
2597.	Summary of overflow write-ins for Line 25 .....	.....	.....	..... 46,940	.....	..... 46,940

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Aquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Sold NONE

E06 Schedule BA - Part 1 Invested Assets Owned NONE

E07 Schedule BA - Part 2 Invested Assets Sold NONE

SCHEDULE D - PART 1
Showing all Long-Term BONDS Owned December 31, of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4 F O R E I G N	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 How Paid	19 Admitted Amount Due and Accrued	20 Gross Amount Received During Year	21 Acquired	22 Maturity
CUSIP Identi- fication	Description	*		NAIC Design- ation	Actual Cost	Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value												
U.S. Governments - Issuer Obligations																					
912828AY6	US Treasury Note	...		1	301,688	98.8438	296,531	300,000	301,047		(640)		2.000	1.740	M,N	765	5,360	02/24/2004	05/15/2006		
912828BP4	US Treasury Note	...		1	901,969	99.2813	893,531	900,000	901,780		(189)		2.625	2.522	M,N	2,887	11,624	08/25/2004	11/15/2006		
912828CF5	US Treasury Note	...		1	200,000	99.1720	198,344	200,000	200,000				2.250	2.250	A,O	750	2,250	05/04/2004	04/30/2006		
0199999 Subtotal - U.S. Governments - Issuer Obligations					1,403,657	X X X	1,388,406	1,400,000	1,402,827		(829)		X X X	X X X	X X X	4,402	19,234	X X X	X X X		
0399999 Subtotal - U.S. Governments					1,403,657	X X X	1,388,406	1,400,000	1,402,827		(829)		X X X	X X X	X X X	4,402	19,234	X X X	X X X		
5499999 Subtotals - Issuer Obligations					1,403,657	X X X	1,388,406	1,400,000	1,402,827		(829)		X X X	X X X	X X X	4,402	19,234	X X X	X X X		
6099999 Grand Total - Bonds					1,403,657	X X X	1,388,406	1,400,000	1,402,827		(829)		X X X	X X X	X X X	4,402	19,234	X X X	X X X		

E09 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned NONE

E10 Schedule D - Part 2 Sn 2 Common Stocks Owned NONE

SCHEDULE D - PART 3
Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments								
912828AY6	US Treasury Note		02/24/2004 ..	FTN Financial Capital Markets	X X X	301,688	300,000.00	1,681
912828BP4	US Treasury Note		08/25/2004 ..	FTN Financial Capital Markets	X X X	901,969	900,000.00	6,612
912828CF5	US Treasury Note		05/04/2004 ..	FTN Financial Capital Markets	X X X	200,000	200,000.00	61
0399999 Subtotal - Bonds - U.S. Governments						1,403,657	1,400,000.00	8,354
6099997 Subtotal - Bonds - Part 3						1,403,657	1,400,000.00	8,354
6099998 Summary item from Part 5 for Bonds								
6099999 Subtotal - Bonds						1,403,657	1,400,000.00	8,354
6599998 Summary Item from Part 5 for Preferred Stocks							X X X	
7299998 Summary Item from Part 5 for Common Stocks							X X X	
7399999 Subtotal - Preferred and Common Stocks							X X X	
7499999 Totals						1,403,657	X X X	8,354

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest Stock Dividends Received During Year	Maturity Date
Bonds - U.S. Governments																				
9128275F5	US Treasury Note .....	...	05/15/2004	Matured 100.00 .....	... X X X ...	.... 200,000	... 200,000.00	..... 207,250	..... 201,244	.....	..... (1,244)	.....	..... (1,244)	.....	..... 200,000	.....	.....	.....	..... 5,250	05/15/2004
9128275M0	US Treasury Note .....	...	08/15/2004	Matured 100.00 .....	... X X X ...	.... 900,000	... 900,000.00	..... 961,875	..... 918,710	.....	..... (18,710)	.....	..... (18,710)	.....	..... 900,000	.....	.....	.....	..... 54,000	08/15/2004
0399999	Subtotal - Bonds - U.S. Governments .....					... 1,100,000	... 1,100,000.00	.... 1,169,125	.... 1,119,954	.....	.... (19,954)	.....	.... (19,954)	.....	... 1,100,000	.....	.....	.....	.... 59,250	... X X X
6099997	Subtotal - Bonds - Part 4 .....					... 1,100,000	... 1,100,000.00	.... 1,169,125	.... 1,119,954	.....	.... (19,954)	.....	.... (19,954)	.....	... 1,100,000	.....	.....	.....	.... 59,250	... X X X
6099998	Summary Item from Part 5 for Bonds .....									.....		.....		.....		.....	.....	.....		... X X X
6099999	Subtotal - Bonds .....					... 1,100,000	... 1,100,000.00	.... 1,169,125	.... 1,119,954	.....	.... (19,954)	.....	.... (19,954)	.....	... 1,100,000	.....	.....	.....	.... 59,250	... X X X
6599998	Summary Item from Part 5 for Preferred Stocks .....						... X X X ...			.....		.....		.....		.....	.....	.....		... X X X
7299998	Summary Item from Part 5 for Common Stocks .....						... X X X ...			.....		.....		.....		.....	.....	.....		... X X X
7399999	Subtotal - Preferred and Common Stocks .....						... X X X ...			.....		.....		.....		.....	.....	.....		... X X X
7499999	Totals .....					... 1,100,000	... X X X ...	.... 1,169,125	.... 1,119,954	.....	.... (19,954)	.....	.... (19,954)	.....	... 1,100,000	.....	.....	.....	.... 59,250	... X X X

E13	Schedule D - Part 5 LT Bonds/Stocks Aquired/Disp	NONE
E14	Schedule D - Part 6 Sn 1	NONE
E14	Schedule D - Part 6 Sn 2	NONE
E15	Schedule DA - Part 1 ST Investments Owned	NONE
E16	Schedule DB - Part A Sn 1 Opt/Cap/Floor Owned	NONE
E16	Schedule DB - Part A Sn 2 Opt/Cap/Floor Aquired	NONE
E17	Schedule DB - Part A Sn 3 Opt/Cap/Floor Term	NONE
E17	Schedule DB - Part B Sn 1 Opt/Cap/Floor In-force	NONE
E18	Schedule DB - Part B Sn 2 Opt/Cap/Floor Written	NONE
E18	Schedule DB - Part B Sn 3 Opt/Cap/Floor Term	NONE
E19	Schedule DB - Part C Sn 1 Col/Swap/Fwrdr Open	NONE
E19	Schedule DB - Part C Sn 2 Col/Swap/Fwrdr Opened	NONE
E20	Schedule DB - Part C Sn 3 Col/Swap/Fwrdr Term	NONE
E20	Schedule DB - Part D Sn 1 Futures Contracts Open	NONE
E21	Schedule DB - Part D Sn 2 Futures Contracts Opened	NONE
E21	Schedule DB - Part D Sn 3 Futures Contracts Term	NONE
E22	Schedule DB - Part E Sn 1 Counterparty Exposure	NONE

SCHEDULE E - PART 1 - CASH

1			2	3	4	5	6	7
Depository			Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
open depositories								
PNC Bank - Operating Account	Monroeville, PA			1.974	50,613	6,063	3,868,105	X X X
PNC Bank - ASO Account	Monroeville, PA			1.807	10,432		204,011	X X X
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories				X X X ..	1,579		2,794	X X X
0199999 Totals - Open Depositories				X X X ..	62,624	6,063	4,074,910	X X X
0299998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories				X X X ..				X X X
0299999 Totals - Suspended Depositories				X X X ..				X X X
0399999 Total Cash On Deposit				X X X ..	62,624	6,063	4,074,910	X X X
0499999 Cash in Company's Office				X X X ..	X X X ...	X X X ...		X X X
0599999 Total Cash				X X X ..	62,624	6,063	4,074,910	X X X

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	8,527,948	4. April	3,370,089	7. July	3,538,505	10. October	4,092,036
2. February	7,979,670	5. May	2,973,140	8. August	2,391,787	11. November	3,834,630
3. March	8,270,161	6. June	3,312,894	9. September	3,788,661	12. December	4,074,910

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments owned December 31 of current year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Gross Investment Income
<div>NONE</div>								
0199999 Total Cash Equivalents

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

1 Line Number	2 Type	3 Description of Deposit	4 Where Deposited and Purpose of Deposit	5 Par or Book Value	6 Statement Value (a)	7 Fair Value
Tennessee						
TN00001	B	USTNTS, 2.000, 05/15/2006	TN RSD by TN INS Code/Title 56-32-212	300,000	301,047	296,531
TN00002	B	USTNTS, 2.625, 11/15/2006	TN RSD by TN INS Code/Title 56-32-212	900,000	901,780	893,531
TN00003	B	USTNTS, 2.250, 04/30/2006	TN RSD by TNINS Code/Title 56-32-212	200,000	200,000	198,344
TN99999	Subtotals - Tennessee			1,400,000	1,402,827	1,388,406
XX99999	Subtotals - Special Deposits Not Held for the Benefit Of All Policyholders, Claimants and Creditors of the Company			1,400,000	1,402,827	1,388,406
9999999	Totals			1,400,000	1,402,827	1,388,406

(a) Including \$..... cash and short-term investments as defined in SSAP No.2 of the NAIC Accounting Practices and Procedures Manual.